Permit #F00029163

FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00029163 **Type of Permit:** FILMING **Release Date:** 06/29/2010

Production Company AFG PRODUCTIONS

Insured Company Name AFG PRODUCTIONS
Contact Phone No. 1 310-926-9620
Contact Phone No. 2
Fax
Address 340 Hauser Blvd., # 111
LOS ANGELES, California 90036

Production Title THE FALL

Type of Production Music Video

Producer Justin Baldoni

Director Justin Baldoni

1st AD Saleem King

Production Manager Justin Baldoni

FilmL.A. Coordinator Naomi Kajiyama

Location Manager Chris Fuentes
Primary Phone Mobile - 310-386-0010
Secondary Phone Mobile - 706-536-7206

Location Assistant Justin Baldoni
Primary Phone Mobile - 310-926-9620
Secondary Phone

Fees

FILMLA FILM APPLICATION FEE	$625.00
LA COUNTY - BEACH USE	$400.00
LA CITY FIRE DEPARTMENT SPOT CHECK SURCHARGE	$85.00

Total Permit Fee $1,110.00

Number of Locations 2

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Summary Information — Location

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Insured Company AFG PRODUCTIONS
Production Title THE FALL

Location Manager Chris Fuentes
Primary Phone Mobile - 310-386-0010
Secondary Phone Mobile - 706-536-7206

Location Address W 6th St., S Spring St., W 7th St, Broadway, inclusive, Los Angeles, CA, 90014

Location Names

Location Type Walking Grid

Location Description

Film Dates 7/1/2010 - 7/1/2010 10:00 - 22:00

Open or Closed to the Public Open

Generic Conditions
All vehicles must be parked on private property
Must comply with attached conditions
Must Maintain 5' Clearance on Sidewalks/Walkways
Must maintain local/emergency access
No Cast and Crew parking on areas streets.
No interference with merchant activity
No interference with vehicular or pedestrian traffic

Please see attached document Downtown Filming Guildelines 2010.03.01.pdf

Equipment on Location

Type	Quantity
Camera cars	1
Cast/Crew vehicles	2
Picture vehicles	1

Personnel on Location

Type	Quantity
Cast	2
Crew	5

Filming Activities Equipment on sidewalk only.; Exterior MOS; Handheld equipment;

Jurisdiction **Political:** Los Angeles City - Council District 14 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

Location Notes

Coordinator Note
No stopping/setting up/parking in front of merchants without prior approval
May not interfere with other production companies or special events
No blocking of exits/entrances/driveways
No cabling or light setups

Parking

Base Camp
Location Type : Private Parking Lot
Street :

Crew Parking
Location Type : Private Parking Lot
Street :

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Summary Information — Location

Permit Number F00029163
Production Company AFG PRODUCTIONS
Insured Company AFG PRODUCTIONS
Production Title THE FALL

Location Manager Chris Fuentes
Primary Phone Mobile - 310-386-0010
Secondary Phone Mobile - 706-536-7206

Location Address 100 Ocean Front Walk, Los Angeles, CA, 90291

Location Names VENICE BEACH

Location Type Beach

Location Description VENICE BEACH / LA COUNTY BEACH

Film Dates 6/30/2010 - 6/30/2010 13:00 - 22:00

Open or Closed to the Public Open

Generic Conditions
Must comply with attached Beaches and Harbors Conditions
No Cast and Crew parking on areas streets.
No interference with merchant activity
No interference with vehicular or pedestrian traffic

Please see attached documents
COUNTY PARKING LOT GUIDELINES.pdf
Venice Beach Lots.PDF
BEACHES and HARBORS VENICE BEACH CONDITIONS Dec 2009.pdf
Venice Area January 2010.pdf

Equipment on Location

Type	Quantity
Camera cars	1
Cast/Crew vehicles	8

Personnel on Location

Type	Quantity
Cast	5
Crew	8

Filming Activities Camera & Equipment on Sand; Exterior establishing shots; Exterior MOS; Handheld equipment;

Jurisdiction
Political: Los Angeles City - Council District 11
Police: Los Angeles Police Department
Fire: Los Angeles City

Location Notes
Company must contact PCI (310-821-1081) directly for parking requirements and activities on PCI property
No parking in handicap or electric charging spaces
Reservations for filming/still photo is done by FilmL.A.
No parking, blocking or staging in handicap spaces, meters, electric charging stations or Pay and Display machines
All production companies must contact parking management prior to film date and make arrangements for parking, payments and staffing (see parking lot guidelines attached). All production vehicles must display a parking receipt on dashboard of vehicles and must only enter lots during approved/authorized dates and times. Failure to display parking receipts on dashboard of vehicle or unauthorized entry will result in a parking citation.

Coordinator Note
FILMING NEAR BUCCANEER & GALLEON TOWERS
No water activity

Parking

Base Camp
Location Type : LA County Parking lot
Street :

Crew Parking
Location Type : LA County Parking lot
Street :

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SPECIAL CONDITIONS FOR LOCATION FILMING IN DOWNTOWN LOS ANGELES
(Standard Filming Requirements continue to apply where not superseded below)

1. DEFINITION OF TERMS

a. Downtown Los Angeles, for the purposes of these conditions, shall be defined as the area North to South from the 101 Freeway to the 10 Freeway; East to West from the Los Angeles River to the 110 Freeway.

b. The Downtown Los Angeles Neighborhood Council boundaries (**DLANC boundaries**), for the purpose of these conditions, shall be defined as bordered on the North and East at the 101 Freeway from the 110 Freeway east to Los Angeles Street, south to 4th Street, east to Alameda Street, south to 7th Street, east to the Los Angeles River; on the South by the 10 Freeway from the 110 Freeway to the Los Angeles River; on the West by 110 Freeway from the 10 Freeway to the 101 Freeway. (This area is the same area as defined above as Downtown Los Angeles, but excludes the Little Tokyo and Arts District neighborhoods.)

c. Residential buildings shall be defined as any building with legal residential occupants (mixed-use, adaptive reuse, artist-in-residence (A.I.R.), SROs, residential hotels, condominiums and apartment buildings). DLANC will maintain an accurate and contemporary listing of all residential buildings showing a 100-foot radius from each building so as to identify any areas both inside and outside of that radius.

d. The Broadway Entertainment District (aka Broadway Theatre District), for the purposes of these Conditions, shall be defined north to south as Broadway from 3rd Street to Olympic Boulevard, and east to west from Frank Court to Lindley Place (aka St. Vincent Alley Court), or the equivalent mid-block point to either of these alleys where the alley is not present, including any theater loading facilities, defined as any public or private surface parking lot, parking garage, public street or curb area adjacent to, or utilized by, a theater. If, in the future, the City adopts an ordinance with regulations governing filming in this area, such regulations shall supersede these Filming Conditions.

e. The Old Bank District residential overlay, for the purposes of these Conditions, shall be defined as the area bound by South Spring St., West 5th St., West 4th St., and Werdin Pl.

2. FILMING STANDARD HOURS AND DAYS

a. Filming activity, or any production-related activity including but not limited to activities such as base camps, catering, generators, etc., within the **DLANC boundaries** is restricted to the hours of 6:00 a.m. to 11:00 p.m. within a 100-foot radius of any residential building. Filming activity in the **Broadway Entertainment District** is restricted to the hours of 6:00 a.m. to Midnight within a 50-foot radius of any residential building. **Old Bank District** is restricted to the hours of 7:00 a.m. to 10:00 p.m. within a 100-foot radius of any residential building**.** No extension of the standard filming hours for

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filming or any disruptive production-related activity shall be allowed until a signature survey has been properly submitted. Proof of signature surveys shall be made available to DLANC upon request.

b. No film permits may be issued along Main and Spring Streets from 2nd to 9th Streets, or on any block of 2nd through 9th Streets between Los Angeles and Spring during the Downtown Art Walk, currently held on the second Thursday of each month. Filming inside of private buildings or entirely on private property during this time is permitted so long as there are no external impacts.

c. No filming may be conducted in close proximity to major public events anywhere in Downtown Los Angeles as permitted by the LAPD, or identified with 30 days notice to the City's Designated Film Permit Contractor by DLANC. Film permits may be considered in light of major public events on a case-by-case basis so long as their issuance will not cause further disruption to Downtown businesses and residents during such events.

3. RESIDENTIAL AND MERCHANT PROTECTIONS IN THE DLANC BOUNDARIES

a. A film permit may include no more than 300 feet of curb lane per city block for the parking of film production vehicles, crew or equipment. Requests for additional amounts of curb lane shall require a signature survey. The **Broadway Entertainment District** is exempt from this restriction.

b. Production personnel (and equipment utilized by the production company) shall not block the sidewalk area in front of an open commercial business or a residential building, including residential patios, windows, doorways, or entryways, unless the production company has secured the permission of the merchant and/or property owner. Where the commercial business is one that is primarily open in the evening and nighttime hours, the production company, their cast and crew may not block the access to and signage of such establishment (as seen from the street), without permission of the merchant and/or property owner during the hours of operation of the business.

c. Customers, employees, residents, and guests of affected properties shall be allowed free ingress/egress to all buildings, merchants, and parking facilities. Arrangements shall be made to ensure access to deliveries, trash pickup, residential move-in/move-out, and vendor access to the properties/merchants during productions.

d. All commercial businesses must prominently post hours of operation and contact phone numbers, and residential buildings must have a designated contact person authorized to give permission. Special events held by commercial businesses, outside of normal business hours, must also be posted in advance, and production companies must provide full access and visibility during such events.

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4. NOISE, FUMES, AND LIGHTING WITHIN THE DLANC BOUNDARIES

a. Generators, portable toilets or toilet vehicles, and outdoor food preparation using charcoal or gas grills must be a minimum of 50 feet (horizontally) from any residential window or entrance. If it is physically impossible for a generator to be a minimum of 50 feet from residential windows or entrances, the generator shall be placed as far away as possible and vented away from residential windows and entrances. However, under no circumstances shall a generator be placed directly underneath a residential window.

b. Film productions must focus lighting on the filming area only and make every effort to shield the lighting from adjacent properties, pedestrians, and patrons of commercial businesses at all times. Exceptional lighting (e.g., Musco and Bebee lighting) outside of regular filming hours shall not be allowed without a signature survey of the affected merchants and/or property owners. **Signature survey shall be required for Exceptional lighting within the Old Bank District between the hours of 6:00 p.m. and 6:00 a.m.** Under no circumstances shall lighting be directed onto oncoming traffic.

c. Film production companies are required to completely remove all trash, food, and cardboard boxes, etc. from the general vicinity at the end of each filming day. Film production companies will be held responsible for the actions of catering companies they employ to provide food for the cast and crew.

5. SPECIAL REQUESTS AND EXCEPTIONS REVIEW AND NOTIFICATION WITHIN THE DLANC BOUNDARIES

a. Helicopters shall not be granted permits for landing at non-certified helipads before and after approved filming hours. All aerial filming productions must provide upon request a copy of an approved FAA Form 7711-2, or other official waiver, along with a copy of the briefing on the flight operations for all participating persons or property.

b. No film permit shall be construed as a waiver of 14 CFR § 91.119, 14 CFR § 91.515(a) or 14 CFR § 91.303(e), dictating federal flight altitude regulations, for purposes of non-participating persons or property (see attachment).

c. Notification beyond the standard 500-foot radius will be made to affected residents and merchants for high impact activity that is likely to cause interference with adjacent properties of people such as car chases, simulated gun fire, explosions, screams for help and other loud noises, helicopter activity, road closures or other such exceptional activities that might cause a police response to the filming location. High impact filming activity must be preceded by notifications at least two days in advance. The City's Designated Film Permit Contractor or the production company shall consult a designated DLANC representative when an applicant requests a permit for high impact filming activity with less than two days notice.

d. Due to the location of building air intake systems on Lower Grand Avenue, no special effects, including smoke, steam or fog, may occur in that area without first obtaining

NOT A PERMIT

clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least 48 hours prior to the proposed effect(s).

6. FILMING-RELATED CONGESTION WITHIN THE DLANC BOUNDARIES

a. The City's Designated Film Permit Contractor will ensure that the impact from filming at recurrently used locations is minimized to the affected residents and businesses.

b. In rush hour restricted lanes, as designated by LADOT, no Intermittent Traffic Control (ITC) shall be permitted during Rush Hours (7:00 a.m. – 9:00 a.m. and 4:00 p.m. – 7:00 p.m., Monday through Friday). No simultaneous closures or ITC of both the Second and Third Street Tunnels will be permitted.

c. Production companies shall request the posting of "no parking" signs, lane or street closures with LADOT for the day(s) that they are "on site" only. When closures are not necessary for the day(s) requested, production companies shall report the changes to the City's Designated Film Permit Contractor, who shall notify LADOT, who must revise and/or remove parking signs, as necessary.

d. Production companies must provide adequate detour and directional signage when street closures are in place, conforming to current LADOT standards and practices. Detour routes must accommodate large, semi and tractor trailer trucks and public transit vehicles.

7. ENFORCEMENT OF CONDITIONS

a. In accordance with the terms of their work permit issued from LAPD, off-duty or retired police officers must, upon reporting to a work site, review and ensure compliance with conditions outlined on the filming permit. Officers shall ensure compliance with arrival and departure time, and shall not allow any activity or conduct that is in violation of local or state law, nor allow any filming condition that is not authorized by the permit. Variations from the requirements of the permit are not allowed unless approved by an authorized representative of the City's Designated Film Permit Contractor.

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ATTACHMENT

(Note: The following are the most current federal flight altitude regulations as of November 2007. The regulations could change at any time.)

§ 91.119 Minimum safe altitudes: General.

Except when necessary for takeoff or landing, no person may operate an aircraft below the following altitudes:
(a) Anywhere. An altitude allowing, if a power unit fails, an emergency landing without undue hazard to persons or property on the surface.
(b) Over congested areas. Over any congested area of a city, town, or settlement, or over any open air assembly of persons, an altitude of 1,000 feet above the highest obstacle within a horizontal radius of 2,000 feet of the aircraft.
(c) Over other than congested areas. An altitude of 500 feet above the surface, except over open water or sparsely populated areas. In those cases, the aircraft may not be operated closer than 500 feet to any person, vessel, vehicle, or structure.
(d) Helicopters. Helicopters may be operated at less than the minimums prescribed in paragraph (b) or (c) of this section if the operation is conducted without hazard to persons or property on the surface. In addition, each person operating a helicopter shall comply with any routes or altitudes specifically prescribed for helicopters by the Administrator.

§ 91.515 Flight altitude rules.

(a) Notwithstanding §91.119, and except as provided in paragraph (b) of this section, no person may operate an airplane under VFR at less than—
(1) One thousand feet above the surface, or 1,000 feet from any mountain, hill, or other obstruction to flight, for day operations; and
(2) The altitudes prescribed in §91.177, for night operations.

§ 91.303 Aerobatic flight.

No person may operate an aircraft in aerobatic flight—
(a) Over any congested area of a city, town, or settlement;
(b) Over an open air assembly of persons;
(c) Within the lateral boundaries of the surface areas of Class B, Class C, Class D, or Class E airspace designated for an airport;
(d) Within 4 nautical miles of the center line of any Federal airway;
(e) Below an altitude of 1,500 feet above the surface; or
(f) When flight visibility is less than 3 statute miles.

For the purposes of this section, aerobatic flight means an intentional maneuver involving an abrupt change in an aircraft's attitude, an abnormal attitude, or abnormal acceleration, not necessary for normal flight.

[Doc. No. 18834, 54 FR 34308, Aug. 18, 1989, as amended by Amdt. 91– 227, 56 FR 65661, Dec. 17, 1991]

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Permit #F00029163

Special Filming Conditions for Los Angeles County Beaches

VENICE BEACH

The Special Filming Conditions described below will be included in the terms and conditions of permits issued for filming in this area and are in addition to the standard terms and conditions applicable to filming permits generally. While these Special Filming Conditions will be included as terms if a permit for filming in this area is issued, they are not intended to, and do not, establish the criteria or standards for determining whether or not a particular permit (or permits) will be issued for this area. The decision whether or not a particular permit (or permits) will be issued is vested in the discretion of the appropriate City or County department or their designees (including FilmL.A., Inc.), to be exercised consistent with public health, safety and general welfare, and applicable land-use ordinances.

These conditions have been drafted by the Los County Department of Beaches & Harbors to help facilitate filming on Los Angeles County Beaches.

- No parking, blocking or staging in handicap spaces, meters, electric charging stations or Pay and Display machines. May not block public or emergency access at any time.
- May not interfere with lifeguard, maintenance or scheduled beach activities or special events at any time.
- Companies must make parking arrangements for parking in LA County parking lots through Parking Concepts, Inc (PCI) prior to first film date. **For the Venice BL & Rose Av lots: No arrival prior to 7:00 AM or staying past 10:00 pm unless a survey of the residential buildings has been obtained. For the Washington BL lot: Companies will not be allowed into the lot prior to 7:00 AM or after 10:00 PM (No Exceptions).** Sign removal in LA County parking lots is prohibited.
- **Lifeguard towers must be indicated on permit.**
- No catering or craft services allowed on pedestrian walkways or bike path.
- No animals allowed unless prior approval from Beaches & Harbors and FilmL.A. and indicated on permit. *All dogs must remain on leashes and off sand when not filming.*
- **NO DRIVING SCENES ALLOWED ON SAND. Use of 4-wheel drive vehicles on the beach is approved for equipment transporting only. No joy riding on vehicles on the beach at any time. Vehicle speed is limited to 5 mph at all time**
- **Equipment vehicles larger than 33 feet in length parking in the Venice Boulevard Beach parking lot must have flagman for safety purposes when crossing over the bike path. Companies may also be required to pay for a parking attendant.**
- **Equipment vehicles may not park on bike path that goes through the Venice Boulevard beach parking lot at any time.**
- Digging holes less than five (5) feet deep must be approved by Beaches & Harbors and indicated on the permit. Holes deeper than five (5) feet will require Cal Osha approval (213) 576-7641 with written approval to Beaches & Harbors.
- If use of maintenance or lifeguard personnel is required, it must be reflected on the permit and call times indicated. ***Lifeguards require 24 hour notice to be hired with a 4 hour minimum requirement. Maintenance also requires 24 hour notice to be hired.*** *A County Lifeguard is required for any filming that occurs on a beach or parking lot after hours (2200-0600 hrs). There is a 4 hour minimum and an additional 8 hours for all after hours filming.*
- Tent use must be indicated on permit. *No staking into parking lot. Sandbags must be used.*
- **All equipment must be 10 feet from bike path. Companies must fly cables over bike path.**
- **Generator(s) must be placed facing the water side of the parking lot.**
- **For Automobile commercials: The filming allowed under this permit shall not include promotional material, which implies endorsement by Department of Beaches & Harbors, nor can it depict identifiable Beach features or structures, which convey that implication.**
- **Companies must keep base of Venice Pier clear of all equipment and persons while filming on the pier.**
- **Emergency access areas (marked in red) can not be used at any time (No exceptions).**

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Permit #F00029163

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PARKING LOT GUIDELINES
FOR THE USE OF COUNTY PARKING LOTS
OPERATED BY PARKING MANAGEMENT COMPANY

- **THE PRODUCTION COMPANY IS PROHIBITED FROM PARKING IN DISABLED PARKING SPACES, SHORT-TERM METERED OR BLOCK ANY PAY STATIONS AT ANYTIME (NO EXCEPTIONS).**

- The production company may not block public or emergency access or park vehicles in any front row adjacent to local businesses at Venice Beach at any time (see parking lot maps).

- A walk through is to be conducted after the production company has parked all of its vehicles. This walk through is to be done by the location manager (or designated representative) and a parking contractor supervisor to determine the exact number of spaces being utilized and that number is called into the parking contractor's office. The location manager must make arrangements to meet again with the parking contractor supervisor at a designated time to confirm spaces prior to vacating the parking lot and again that number is called into the parking contractor's office.

- The production company will be invoiced for any additional spaces occupied by cast/crew members' cars, equipment vehicles and coned-off spaces.

- Production companies wanting to use parking spaces at one of the parking contractor operated parking lots on the beach or in the Marina del Rey area must contact the parking contractor directly (310.821.1081) and speak with office management. Normal business hours are Monday through Friday, 8am to 5pm.

- Parking fees are **not** included on film permits. A film permit number must be provided to the parking contractor and the contractor will provide the production company **estimated charges** for the use of the parking lot(s). Payment arrangements must be made with the parking contractor directly at least one business day prior (and before 4pm) for the use of the parking lot(s).

- Cancellations of a parking contract must be done at least one day prior. Refunds will be given within ten to twelve weeks.

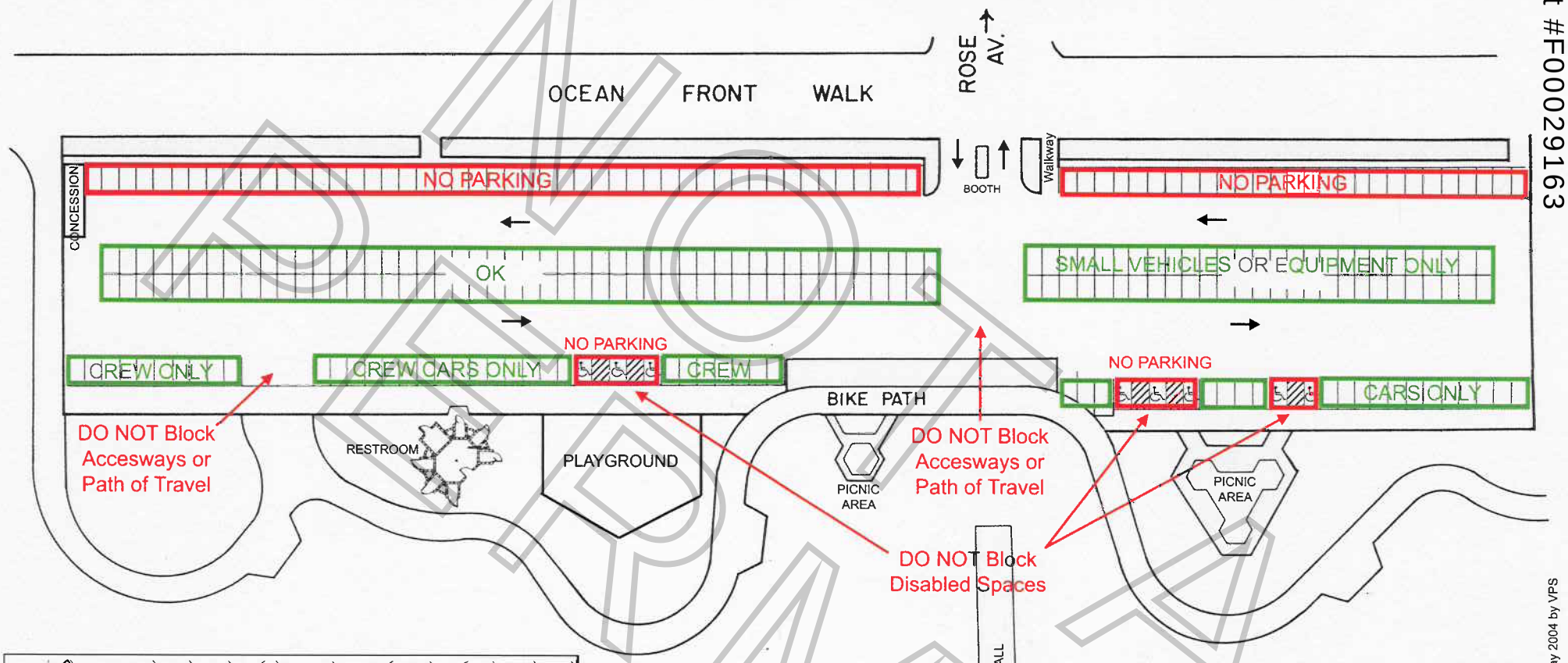
- A parking contract does not constitute a film permit.

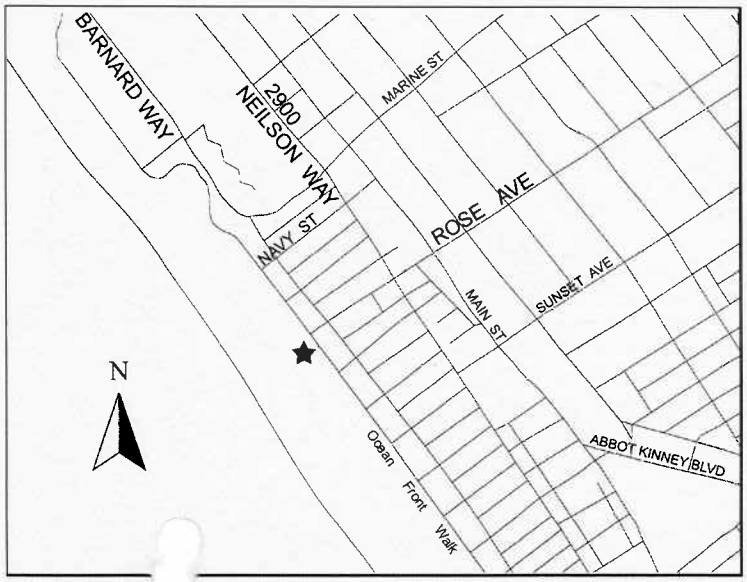
FilmLA 3/24/2010

NO PERMIT

VENICE CITY BEACH
ROSE AVE PARKING LOT - FILMING AREAS

Permit #F00029163





Filming delineations May 2004 by VPS

Map not to scale.

REGULAR SPACES	280
DISABLED	8
TOTAL	288

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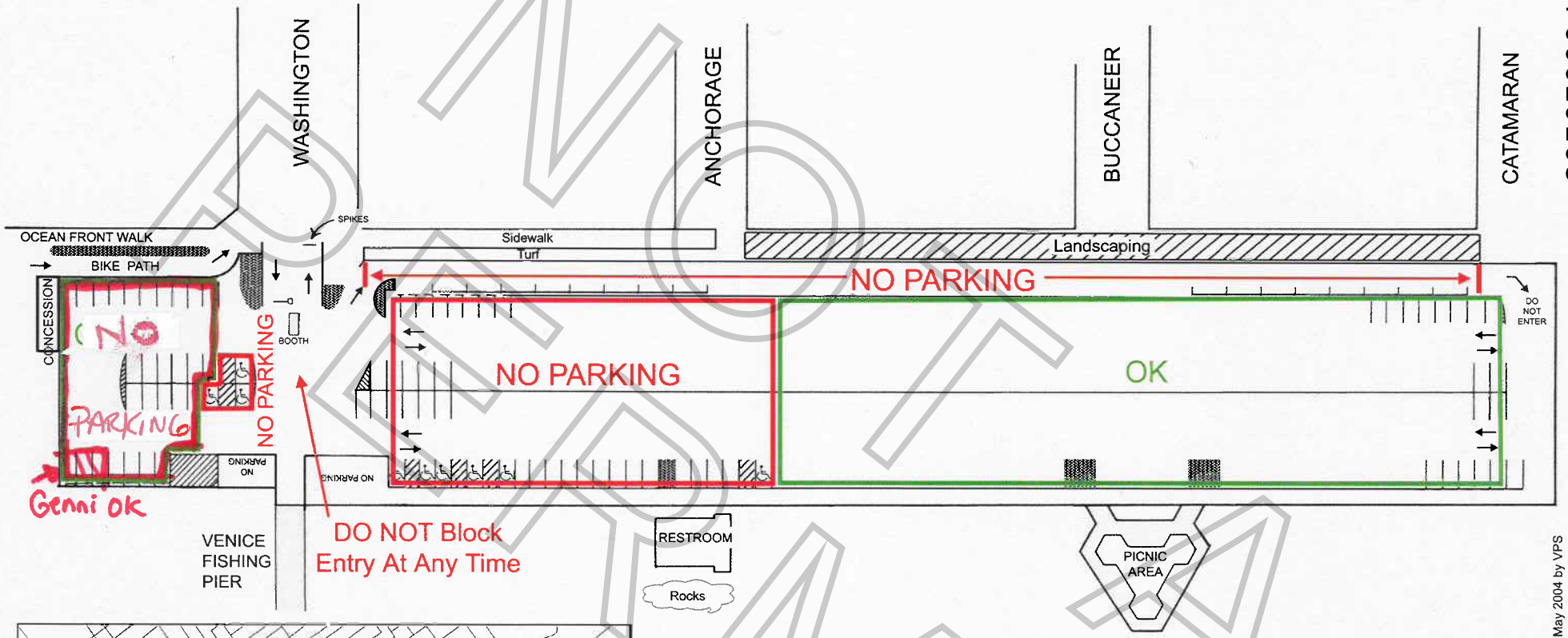
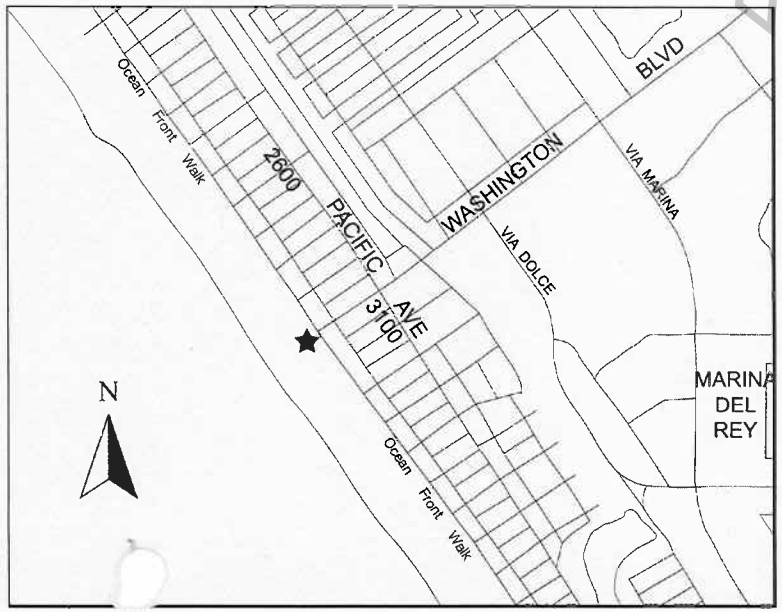
L.A. COUNTY DEPARTMENT OF BEACHES AND HARBORS [illegible]ed 5 / 2002 by CLS

DO NOT PRINT

VENICE CITY BEACH
WASHINGTON BLVD PARKING LOT - FILMING AREAS

Permit #F00029163





Filming delineations May 2004 by VPS

REGULAR SPACES	371
DISABLED	9
TOTAL	380

L.A. COUNTY DEPARTMENT OF BEACHES AND HARBORS — Revised 10 / 2003 by CLS

Ma[illegible]t to scale.

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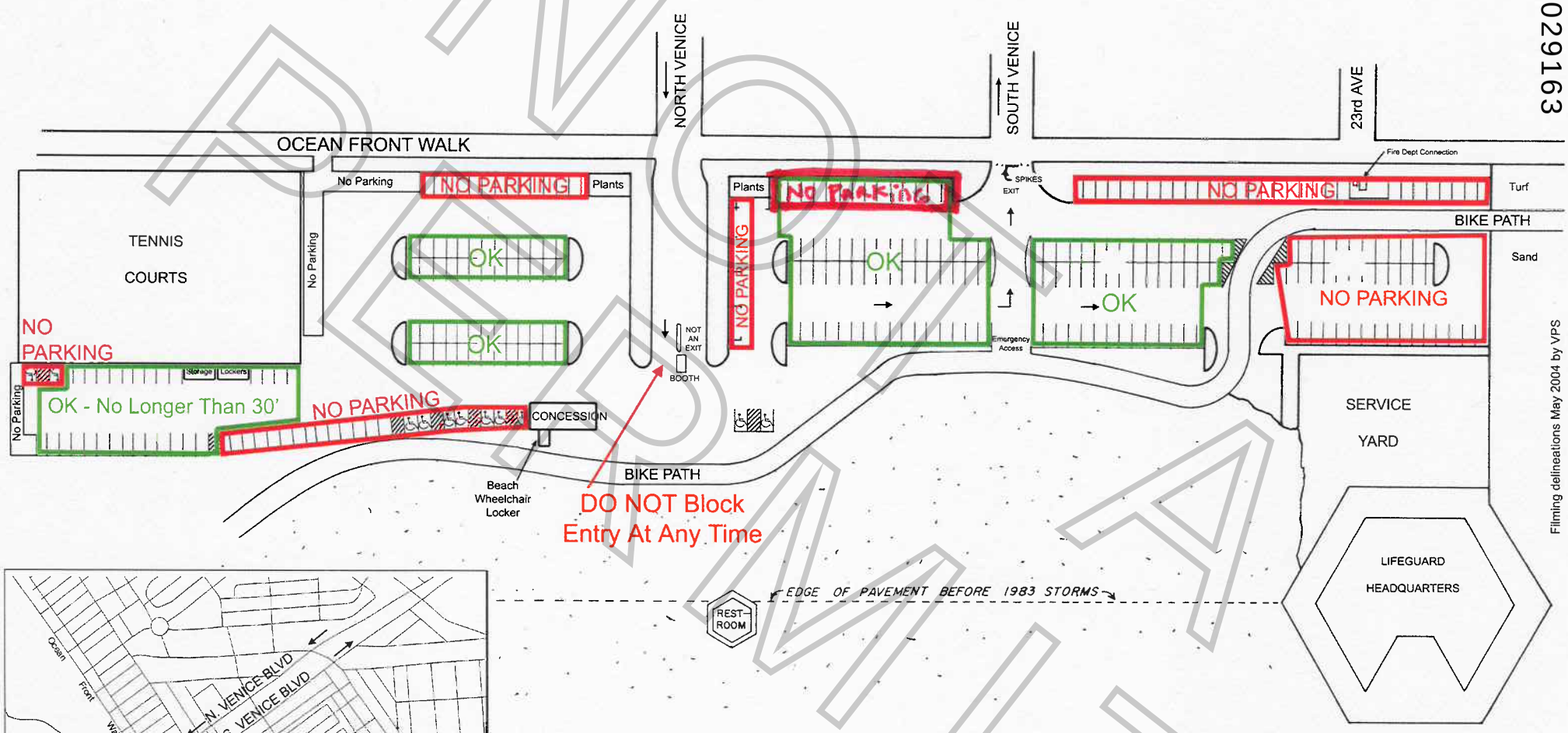
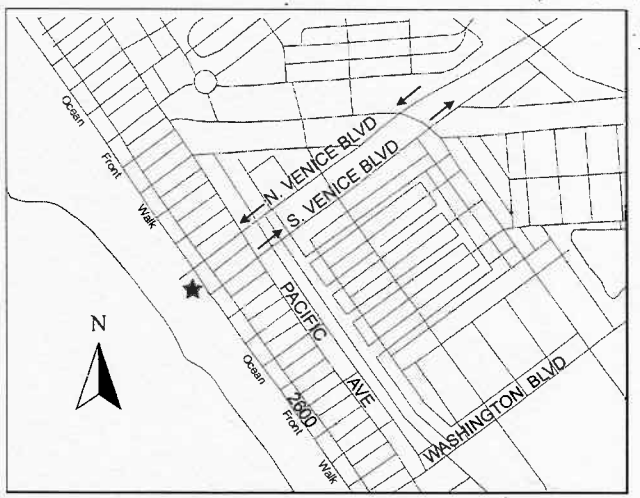
VENICE CITY BEACH
VENICE BLVD PARKING LOT - FILMING AREAS





Filming delineations May 2004 by VPS

Map not to scale.

REGULAR SPACES	292
DISABLED	11
TOTAL	303

L.A. COUNTY DEPARTMENT OF BEACHES AND HARBORS — Revised 5 / 2002 by CLS

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PERMIT

SPECIAL FILMING CONDITIONS
VENICE AREA

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For purposes of these guidelines the Venice area is Santa Monica City limits to the north, Lincoln Boulevard to the East, Pacific Ocean to the west and Washington Boulevard to the South (including the Strand which is Pacific Avenue, Washington Boulevard, Via Marina, and the Pacific Ocean)

- **Affected residents and merchants must be notified at least two (2) days in advance of the first day of filming or the first day of any substantial set preparation.** *Permit requests must be submitted at least three (3) days in advance.*

- **Filming on holidays and weekends is generally not permitted**, especially during the summer. Exemptions may be granted on a case-by-case basis. Factors such as size of company, exact location and scope of intended filming, time of year, and anticipated impact on local parking will be considered when reviewing requests for such exemptions.

- **No vehicles shall be driven or parked on Ocean Front Walk between the hours of 10:00 a.m. and 7:00 p.m**. unless approved by The Department of Recreation and Parks.

- **Speedway shall not be used for parking of vehicles or equipment and must remain open to emergency vehicles.**

- **All vehicles and equipment (including private automobiles) associated with the production company shall be legally parked unless specific exemption is granted by the film permit.** No vehicles or equipment shall be permitted to park on Ocean Front Walk or the Venice Recreation Area property unless approved by The Department of Recreation and Parks. The use of private parking lots is strongly encouraged. Publicly owned parking lots in the area are managed by PCI parking and must be added to the filming permit and cleared with the appropriate agency.

- **Use of Los Angeles County beach parking lots have the following restrictions:**

    - **The Washington Boulevard lot is restricted to parking only between 7:00 a.m. and 10 p.m**. No community survey will be allowed for additional hours.
    - **Rose Avenue and Venice Boulevard lots require a community survey from affected residential buildings for any activity (parking or filming) prior to 7:00 a.m or after 10:00 p.m.**

- **Traffic control on all area streets shall be limited to a maximum of two (2) minutes.**

- **It is the responsibility of the production company to deploy sufficient police officers to ensure that traffic flow in the area is not unreasonably hindered.**

- **Additional Special Filming Conditions apply to filming on Washington Boulevard between Pacific Avenue and the Venice Pier, Abbot Kinney Boulevard, and Venice Beach.**

FilmL.A. Inc. PERMIT